



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

ENTERED
11/14/2020

In re:	§	Chapter 11
CBL & ASSOCIATES PROPERTIES, INC., et al.,	§	Case No. 20-35226 (DRJ)
	§	(Jointly Administered)
Debtors.¹	§	
In re:	§	Chapter 11
CBL/REGENCY I, LLC,	§	Case No. 20-35560
	§	(Jointly Administered)
Fed. Tax Id. No.	N/A	§
		(Docket No. 2)

**ORDER (I) DIRECTING JOINT ADMINISTRATION
OF ADDITIONAL CHAPTER 11 CASE AND
(II) THAT CERTAIN ORDERS IN THE CHAPTER
11 CASES OF CBL & ASSOCIATES PROPERTIES,
INC., ET AL. BE MADE APPLICABLE TO NEW DEBTOR**

Upon the motion, dated November 13, 2020 (the “**Motion**”),² of CBL & Associates Properties, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) for entry of an order (i) pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), directing the joint administration of the chapter 11 case of the Additional Debtor with the chapter 11 cases of the Initial Debtors for procedural purposes only; and (ii) pursuant to section 105 of the Bankruptcy

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors’ service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Code, directing all generally applicable (1) orders previously entered by the Court in the Initial Debtors' chapter 11 cases (the "**Preexisting Orders**"), and (2) proposed orders sought by the Initial Debtors that are currently pending before the Court in the Initial Debtors' chapter 11 cases (the "**Pending Orders**"), to apply to the Additional Debtor in its chapter 11 case, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The chapter 11 case of the Additional Debtor and the jointly administered chapter 11 cases of the Initial Debtors are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 20-35226 (DRJ).

Additionally, the following checked items are ordered:

One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.

Parties may request joint hearings on matters pending in any of the jointly administered cases.

Other: See below.

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of any of the Debtors' chapter 11 cases, the Debtors, or the Debtors' estates. The caption of the jointly administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
CBL & ASSOCIATES PROPERTIES, INC., et al.,	§	Case No. 20-35226 (DRJ)
Debtors.¹	§	(Jointly Administered)
	§	

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors' service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

4. A docket entry substantially similar to the following notation shall be entered on the docket of the Additional Debtor to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 case of CBL/Regency I, LLC with CBL & Associates Properties, Inc. and the other chapter 11 cases jointly administered under **Case No. 20-35226 (DRJ)**. The docket of **Case No. 20-35226 (DRJ)** should be consulted for all matters affecting the case.

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

6. The Debtors are authorized to file monthly operating reports on a consolidated basis, but shall track and break out income and disbursements on a debtor-by-debtor basis.

7. Pursuant to section 105(a) of the Bankruptcy Code, the Preexisting Orders set forth on Schedule 1 annexed hereto from the Initial Debtors' chapter 11 cases [Case No. 20-35226 (DRJ)] are hereby made applicable to the Additional Debtor *nunc pro tunc* to the date of commencement of their respective chapter 11 cases, as if the Additional Debtor was a debtor referred to in said orders.

8. All Pending Orders shall apply to the Additional Debtor effective as of the date of their entry by this Court.

9. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: November 14, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

**Preexisting Orders Entered in
CBL & Associates Properties, Inc., *et al.*
Case No. 20-35226 (DRJ)**

<u>ECF No.</u>	<u>Order</u>
30	Order Authorizing the Appointment of Epiq As Claims, Noticing, Administrative and Administrative Agent <i>Nunc Pro Tunc</i> to the Petition Date Relief (Entered: 11/02/2020)
35	Order Granting Complex Chapter 11 Bankruptcy Case Treatment Relief (Entered: 11/02/2020)
61	Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service, and (IV) Granting Related Relief (Entered: 11/02/2020)
62	Interim Order Authorizing (I) Payment of Tenant Obligations and (II) Granting Related Relief (Entered: 11/02/2020). The Final Hearing is to be held on 11/23/2020 at 1:00 PM (CT) by telephone and video conference.
63	Order (I) Authorizing Debtors to Pay Prepetition Obligations To Critical Service Providers and Lien Claimants and (II) Granting Related Relief (Entered: 11/02/2020)
64	Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in The Debtors (Entered: 11/02/2020)
65	Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Determining Adequate Protection, (III) Modifying the Automatic Stay, (IV) Scheduling A Final Hearing, and (V) Granting Related Relief (Entered: 11/02/2020). The Final Hearing is to be held on 11/23/2020 at 1:00 PM (CT) by telephone and video conference.
66	Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix and a Consolidated List of 30 Largest Unsecured Creditors, and (B) Redact Certain Personal Identification Information; (II) Modifying Requirement to File a List of Equity Security Holders; and (III) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and Other Information (Entered: 11/02/2020)
67	Order Extending Time for Debtors to File Schedules and Statements and Rule 2015.3 Reports (Entered: 11/02/2020)
68	Order (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees and (II) Granting Related Relief (Entered: 11/02/2020)
69	Order (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief (Entered: 11/02/2020)

70	Order (I) Authorizing Debtors to (A) Maintain Their Insurance Programs and Surety Bond Program and (B) Honor All Obligations with Respect Thereto, (II) Modifying Automatic Stay with Respect to Workers' Compensation Claims, and (III) Granting Related Relief (Entered: 11/02/2020)
94	Order Regarding the Exchange of Exhibits and Witness Lists in All Contested Matters and Adversary Proceedings. (Entered: 11/03/2020)
96	Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief (Entered: 11/03/2020)
100	Interim Order (I) Authorizing Debtors to Continue (A) Using Existing Cash Management System, Bank Accounts, and Business Forms and (B) Funding Intercompany Transactions, (II) Providing Administrative Expense Priority for Postpetition Intercompany Claims, and (III) Granting Related Relief (Entered: 11/03/2020). The Final Hearing is to be held on 11/23/2020 at 1:00 PM (CT) by telephone and video conference.